

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING  
CORPORATION,

Plaintiff,

v.

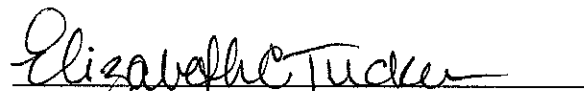
LIBERATION INVESTMENTS, L.P.,  
LIBERATION INVESTMENTS, LTD.,  
LIBERATION INVESTMENT GROUP LLC  
and EMANUEL R. PEARLMAN,

Defendants.

Civil Action No. 05-841-JJF

**NOTICE OF DEPOSITION OF GREGG FRANKEL**

PLEASE TAKE NOTICE that pursuant to Federal Rules of Civil Procedure 26, and 30, beginning at 9:30 a.m. on December 29, 2005, and continuing as necessary thereafter, Plaintiff Bally Total Fitness Holding Corporation, by and through its attorneys, shall take testimony by deposition, upon oral examination, of Gregg Frankel. This deposition may be videotaped and shall take place before a duly qualified notary public or some other officer authorized by law to administer oaths at the office of Latham & Watkins LLP, One Newark Center, 16<sup>th</sup> Floor, Newark, New Jersey 07101.



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-and-

Laurie B. Smilan  
LATHAM & WATKINS LLP  
11955 Freedom Drive, Suite 500  
Reston, Virginia 20190  
Tel: (703) 456-1000  
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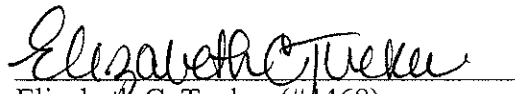
Date: December 13, 2005

**CERTIFICATE OF SERVICE**

I, Elizabeth C. Tucker, hereby certify that I caused copies of the foregoing  
NOTICE OF DEPOSITION OF GREGG FRANKEL to be served by CM/ECF and hand  
delivery upon:

STEPHEN E. JENKINS, ESQ.  
Ashby & Geddes  
222 Delaware Avenue  
Wilmington, DE 19899

on this 13th day of December, 2005.

  
Elizabeth C. Tucker (#4468)  
tucker@rlf.com